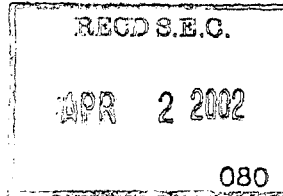




AMERICAN  
STOCK EXCHANGE  
Equities Options ETFs



02029448



1-11758

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CERTAMX

April 2, 2002

Ms. Willie Mae Stroud  
Filer Support - 2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

PROCESSED

APR 04 2002

THOMSON  
FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, Inc. (the "Exchange") received from Morgan Stanley Dean Witter & Co. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

Medium-Term Notes, Series C  
8% SPARQS due September 15, 2003  
(linked to Texas Instruments Incorporated)

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,